

# 1933 INDUSTRIES INC.

105, 45655 Tamihi Way  
Chilliwack, British Columbia  
Canada V2R 2M3

## NOTICE OF EXTRAORDINARY MEETING OF DEBENTUREHOLDERS

**NOTICE IS HEREBY GIVEN** that an extraordinary meeting (the “**Meeting**”) of the holders (the “**Debentureholders**”) of the 10% senior unsecured convertible debentures due September 14, 2021 (the “**Debentures**”) of **1933 INDUSTRIES INC.** (the “**Company**”) will be held in the Boardroom of Armstrong Simpson Suite 2080 – 777 Hornby Street, Vancouver, British Columbia, on August 24, 2019 at the hour of 10:00 a.m. (Vancouver time), for the following purposes:

1. To consider, and if deemed appropriate, to adopt, with or without amendment, an extraordinary resolution (the “**Extraordinary Resolution**”) in the form attached as Appendix “A” to the accompanying management information circular (the “**Circular**”) accompanying this Notice of Extraordinary Meeting of Debentureholders, approving certain amendments to the trust indenture between the Company and Odyssey Trust Company (the “**Trustee**”) dated September 14, 2018 (the “**Indenture**”), and authorizing the Trustee to execute a supplemental trust indenture giving effect to such amendments;
2. To transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

The accompanying Circular provides additional information relating to the matters to be dealt with at the Meeting and forms part of this Notice of Extraordinary Meeting of Debentureholders.

### **The Extraordinary Resolution will become binding on all Debentureholders if it is approved:**

- At the Meeting, by the holders of at least 66⅔% of the principal amount of the Debentures present in person or by proxy at the Meeting, or any adjournment thereof; or
- In writing, by the holders of at least 66⅔% of the outstanding principal amount of the Debentures.

**Accordingly, it is important that your Debentures be represented and voted whether or not you plan to attend the Meeting in person. If the Extraordinary Resolution is validly approved by Debentureholders in writing prior to the date of the Meeting, the Meeting will be cancelled and will not proceed. In such event, Debentureholders will be notified in writing by the Company that the Meeting has been cancelled.**

The Board of Directors has established the close of business on July 24, 2019 as the record date for the Debentureholders’ Meeting (the “**Record Date**”). Only Debentureholders of record at the close of business on the Record Date will be entitled to notice of the Meeting or any adjournment thereof and to vote at the Meeting. No Debentureholder becoming a Debentureholder of record after such time will be entitled to vote at the Meeting or any adjournment thereof.

The Debentures have been issued in the form of global certificates registered in the name of CDS & Co. and, as such, CDS & Co. is the sole registered Debentureholder. Only registered Debentureholders, or their duly appointed proxyholders, have the right to vote at the Debentureholder Meeting, or to appoint or revoke a proxy. However, CDS & Co., or its duly appointed proxyholders, may only vote the Debentures in accordance with instructions received from the beneficial Debentureholders. Beneficial Debentureholders as of the Record Date wishing to vote their Debentures at the Meeting must provide instructions to their broker or other intermediary through which they hold their Debentures in sufficient time prior to the deadline for depositing proxies for the Meeting to permit their broker or other nominee to instruct CDS & Co., or its duly appointed proxyholders, as to how to vote their Debentures at the Meeting.

DATED at Vancouver, British Columbia, this 24th day of July, 2019.

BY ORDER OF THE BOARD

*“ Christopher Rebentisch ” (signed)*

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CHRISTOPHER REBENTISCH, CEO